

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
CORE SCIENTIFIC, INC., et al	§	Case No. 22-90341 (DRJ)
	§	
Debtors.¹	§	Jointly Administered
	§	

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM'S WITNESS AND
EXHIBIT LIST FOR THE JANUARY 16, 2024 HEARING**

The Ad Hoc Equity Group files this Exhibit and Witness List for the hearing to be held on January 16, 2024 at 10:00 a.m., Central Time (or as such hearing may be continued or rescheduled, the “**Hearing**”):

WITNESSES

The Ad Hoc Equity Group may call any of the following witnesses at the Hearing:

1. Ron E. Meisler.
2. Rebuttal witnesses as necessary.
3. Any witness listed by any other party.
4. Any witness required to establish the foundation for admission of any exhibit or other document.

The Ad Hoc Equity Group reserves the right to amend or supplement this Witness List as necessary in advance of the Hearing.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

EXHIBITS

The Ad Hoc Equity may offer into evidence any one or more of the following exhibits (collectively, the “**Exhibits**”) at the Hearing:

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
1.	Skadden, Arps, Slate, Meagher & Flom January Invoice including time and expense records						
2.	Skadden, Arps, Slate, Meagher & Flom February Invoice including time and expense records						
3.	Skadden, Arps, Slate, Meagher & Flom March Invoice including time and expense records						
4.	Skadden, Arps, Slate, Meagher & Flom May Invoice including time and expense records						
5.	Engagement Letter as of December 26, 2022						
6.	Amended and Restated Engagement Letter as of December 26, 2022						
7.	<i>Verified Statement of the Ad Hoc Group of Equity Holders Pursuant to Bankruptcy Rule 2019</i> [Docket No. 376]						
8.	<i>Supplemental Verified Statement of the Ad Hoc Group of Equity Holders Pursuant to Bankruptcy Rule 2019</i> [Docket No. 604]						
9.	<i>First Supplemental Verified Statement of the Ad Hoc Group of Secured Convertible Noteholders Pursuant to Bankruptcy Rule 2019</i> [Docket No. 611]						
10.	<i>Declaration of Michael Bros in Support of the Debtors’ Chapter 11 Petitions and First Day Relief</i> [Docket No. 5]						
11.	<i>Notice of Filing of Exhibit B to the Declaration of Michael Bros in Support of the Debtors’ Chapter 11 Petitions and First Day Relief</i> [Docket No. 72]						
12.	January 6, 2023 Letter from the Ad Hoc Group of Equity Holders to the U.S. Trustee [Exhibit B at Docket No. 458]						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
13.	January 23, 2023 Letter from the Ad Hoc Group of Equity Holders to the Counsel to Core Scientific, Inc [Exhibit D at Docket No. 458]						
14.	<i>Motion of the Ad Hoc Group of Equity Holders of Core Scientific for Entry of an Order Directing the Appointment of an Official Committee of Equity Security Holders</i> [Docket No. 458]						
15.	<i>The Ad Hoc Noteholder Group's Emergency Motion to Adjourn Hearing on Motion of Ad Hoc Group of Equity Holders of Core Scientific for Entry of an Order Directing the Appointment of an Official Committee of Equity Security Holders</i> [Docket No. 569]						
16.	<i>Debtors' Response to Motion for Appointment of an Official Committee of Equity Security Holders</i> [Docket No. 570]						
17.	<i>Objection of the Ad Hoc Group to the Motion of the Ad Hoc Group of Equity Holders of Core Scientific for Entry of an Order Directing the Appointment of an Official Committee of Equity Security Holders</i> [Docket No. 572]						
18.	The Ad Hoc Noteholder Group's First Set of Requests for Production of Documents to the Ad Hoc Group of Equity Holders of Core Scientific, Feb. 14, 2023						
19.	Notice of Videotaped Depositions of Darin Feinstein, Feb. 20, 2023						
20.	Notice of Videotaped Deposition of Mike Levitt, Feb. 20, 2023						
21.	The Ad Hoc Noteholder Group's Notice of Deposition to the Ad Hoc Group of Equity Holders of Core Scientific, Feb. 24, 2023						
22.	The Ad Hoc Equity Group's Objections and Responses to the Ad hoc Noteholder Group's First Set of Requests for Production, Feb. 27, 2023						
23.	<i>The Ad Hoc Equity Group's (1) Objection to the Ad Hoc Noteholder Group's Emergency Motion to Adjourn Hearing, and (2) Motion to Quash Notice of Deposition</i> [Docket No. 583]						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
24.	<i>Reply of Ad Hoc Group of Equity Holders (A) to Objection of the Ad Hoc Noteholder Group and (B) in Further Support of the Motion of the Ad Hoc Group of Equity Holders of Core Scientific for Entry of an Order Directing the Appointment of an Official Committee of Equity Security Holders [Docket No. 588]</i>						
25.	<i>Declaration of Ron E. Meisler in Support of the Ad Hoc Group of Equity Holders' Reply in Further Support of the Motion of the Ad Hoc Group of Equity Holders of Core Scientific for Entry of an Order Directing the Appointment of an Official Committee of Equity Security Holders [Docket No. 578]</i>						
26.	<i>Notice of Filing of Agreed Proposed Order Directing the Appointment of an Official Committee of Equity Security Holders [Docket No. 632]</i>						
27.	<i>Agreed Order Directing the Appointment of an Official Committee of Equity Security Holders [Docket No. 642]</i>						
28.	<i>Notice of Appointment of Official Committee of Equity Security Holders [Docket No. 724]</i>						
29.	<i>Emergency Motion of Debtors for Entry of Interim and Final Orders (A) Authorizing the Debtors to Obtain Postpetition Financing, (B) Authorizing the Debtors to use Cash Collateral, (C) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition Secured Parties, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [Docket No. 38]</i>						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
30.	<i>Objection of Ad Hoc Equity Group to the Emergency Motion of Debtors for Entry of Interim and Final orders (A) Authorizing the Debtors to Obtain Postpetition Financing, (B) Authorizing the Debtors to use Cash Collateral, (C) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition Secured Parties, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [Docket No. 375]</i>						
31.	<i>Notice of Filing Proposed Interim Order (I) Authorizing the Debtors to (A) Obtain Replacement Senior Secured Non-Priming Superpriority Postpetition Financing, (B) Use Cash Collateral, and (C) Pay Off Existing Postpetition Financing Facility, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final hearing, and (VI) Granting Related Relief [Docket No. 378]</i>						
32.	<i>Limited Objection of Ad Hoc Group of Equity Holders to the Emergency Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Replacement Senior Secured Non-Priming Superpriority Postpetition Financing, (B) Use Cash Collateral, and (C) Pay Off Existing Postpetition Financing Facility, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final hearing, and (VI) Granting Related Relief [Docket No. 584]</i>						
33.	<i>Third Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors [Docket No. 1438]</i>						
34.	<i>Disclosure Statement for Third Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors [Docket No. 1439]</i>						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
35.	<i>Notice of (I) Execution of Restructuring Support Agreement and (II) Filing of Solicitation Versions of (A) Third Amended Plan and (B) Disclosure Statement for Third Amended Plan [Docket No. 1440]</i>						
36.	<i>Official Committee of Equity Security Holders' Motion for Entry of an Order (I) Increasing Fee Cap (II) Amending the Agreed Order Directing Appointment of an Official Committee of Equity Security Holders and (III) Granting Related Relief [Docket No. 1488]</i>						
37.	<i>Notice of Filing of Presentation [Docket No. 1502]</i>						
38.	<i>Joint Notice of Mediated Agreement in Principle Between the Debtors and the Ad Hoc Noteholder Group [Docket No. 1245]</i>						
39.	<i>Notice of Filing of Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors [Docket No. 1624]</i>						
40.	<i>Supplement to Disclosure Statement for Fourth Amended Joint Chapter 11 Plan of Core scientific, Inc. and its Affiliated Debtors [Docket No. 1625]</i>						
41.	<i>Order (I) Increasing Fee Cap, (II) Amending the Agreed Order Directing Appointment of an Official Committee of Equity Security Holders, and (III) Granting Related Relief [Docket No. 1629]</i>						
42.	Any pleadings, reports, exhibits, transcripts, proposed orders, Court orders, or other documents filed in the above-captioned bankruptcy case						
43.	Any exhibit introduced by any other party						
44.	Rebuttal or impeachment exhibits as necessary						

The Ad Hoc Equity Group reserves the right to supplement this Exhibit List as necessary in advance of the Hearing.

Dated: Houston, Texas
January 12, 2024

Respectfully submitted,

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Noelle M. Reed

Noelle M. Reed
Attorney-in-Charge
State Bar No. 24044211
Federal Bar No. 27139
1000 Louisiana Street
Suite 6800
Houston, Texas 77002
Tel: (713) 655-5122
Fax: (713) 483-9122
Email: Noelle.Reed@skadden.com

-and-

Ron E. Meisler
(Admitted pro hac vice)
Robert D. Drain
(Admitted pro hac vice)
Jennifer Madden
(Admitted pro hac vice)
155 North Wacker Drive
Chicago, Illinois 60606-1720
Telephone: (312) 407-0700
Fax: (312) 407-0411
Email: Ron.Meisler@skadden.com
Email: Robert.Drain@skadden.com
Email: Jennifer.Madden@skadden.com

CERTIFICATE OF SERVICE

I hereby certify that I caused the foregoing document to be served by electronic transmission via the Court's ECF system to all parties registered to receive electronic notice in this case.

/s/ Noelle M. Reed

Noelle M. Reed